



## CAREPLUS GROUP BERHAD

(Company No.: 896134-D)  
(Incorporated in Malaysia)

### NOTICE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Seventh Annual General Meeting ("AGM" or "Meeting") of CAREPLUS GROUP BERHAD ("the Company") will be held at D' Tempat Country Club, Jalan Pusat Dagangan Sendayan 1, 71950 Bandar Sri Sendayan, Negeri Sembilan Darul Khusus on Monday, 29 May 2017 at 10.30 a.m. to transact the following businesses:-

#### A G E N D A

##### AS ORDINARY BUSINESS :

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the reports of the Directors and Auditors thereon.                      | <b>Please Refer To Note a</b>                                |
| 2. To approve the payment of Directors' Fees of RM240,000 for the financial year ended 31 December 2016.   | <b>Ordinary Resolution 1</b>                                 |
| 3. To approve the payment of Directors' Fees up to RM240,000 for the financial year ending 31 December 2017.   | <b>Ordinary Resolution 2</b>                                 |
| 4. To re-elect the following Directors who retire by rotation in accordance with Clause 103 of the Company's Constitution:<br>i. Mr. Tan Chuan Hock<br>ii. Mr. Foong Kuan Ming     | <b>Ordinary Resolution 3</b><br><b>Ordinary Resolution 4</b> |
| 5. To re-appoint Messrs. Deloitte PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. | <b>Ordinary Resolution 5</b>                                 |

##### AS SPECIAL BUSINESS :

To consider and if thought fit, pass with or without any modifications, the following resolution:-

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| 6. <b>GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016</b> | <b>Ordinary Resolution 6</b> |
|--|------------------------------|
- "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By order of the Board

**TEA SOR HUA (MACS 01324)**

Company Secretary

Petaling Jaya, Selangor Darul Ehsan  
28 April 2017

##### Notes:

- The Agenda No. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval from shareholders for the Audited Financial Statements. Hence, Agenda No. 1 is not put forward for voting.
- A shareholder who is entitled to attend and vote at the Meeting shall be entitled to appoint up to two (2) proxies to attend and vote at the Meeting in his stead. Where a shareholder appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- For the purpose of determining a member who shall be entitled to attend the Meeting, the Company will be requesting Bursa Malaysia Depository Sdn. Bhd. in accordance with Clause 66(c) of the Company's Constitution to issue a General Meeting Record of Depositors as at 22 May 2017. Only members whose names appear in the General Meeting Record of Depositors as at 22 May 2017 shall be regarded as members and entitled to attend, speak and vote at the Seventh Annual General Meeting.
- A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- To be valid, the instrument appointing a proxy must be deposited at the Share Registrar of the Company situated at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.

##### EXPLANATORY NOTES TO SPECIAL BUSINESS

###### 1. Item 6 of the Agenda

The Ordinary Resolution proposed under item 6 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Sections 75 and 76 of Companies Act 2016. This Ordinary Resolution, if passed, is to empower the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued share of the Company for such purposes as the Directors consider would be in the interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

This general mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate to the Directors at the last annual general meeting held on 27 May 2016 and it will lapse at the conclusion of the Seventh AGM of the Company.